

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

RONALD T. MCKELVEY,

Plaintiff,

v.

PHD VIRTUAL TECHNOLOGIES, INC.,  
MICHAEL TRIPLET, RICHARD WELLS,  
KEVIN KLAUSMEYER, INSIGHT VENTURE  
PARTNERS, INSIGHT VENTURE PARTNERS  
MANAGEMENT, LLC, INSIGHT VENTURE  
PARTNERS VI, L.P., INSIGHT VENTURE  
PARTNERS VI (CO-INVESTORS), L.P.,  
INSIGHT VENTURE PARTNERS VI  
(CAYMAN), L.P., UNITRENDS HOLDINGS  
CORPORATION, PHD HOLDINGS, LLC,

Defendants.

Civil Action No. 14-02382 (SDW/MCA)

*Electronically Filed*

**STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE OF ALL CLAIMS  
AGAINST ALL DEFENDANTS**

WHEREAS, on April 3, 2014, Ronald T. McKelvey filed a Verified Complaint in the Superior Court of the State of New Jersey, County of Morris, captioned Ronald T. McKelvey v. PHD Virtual Technologies, Inc., et al., bearing docket number MRS-C-0047-14, against Unitrends Holdings Corporation, Inc., PHD Virtual Technologies, Inc., PHD Holdings, LLC, Insight Venture Partners Management, LLC, Insight Venture Partners VI, LP, Insight Venture Partners (Cayman) VI, LP, Insight Venture Partners VI (Co-Investors), LP, Michael Triplett, Richard Wells, and Kevin Klausmeyer (collectively, the "Defendants");

WHEREAS, on April 14, 2014, Defendants filed a Notice of Removal in accordance with the provisions of 28 U.S.C. §§ 1441 and 1446, thereby removing this action to this Court;

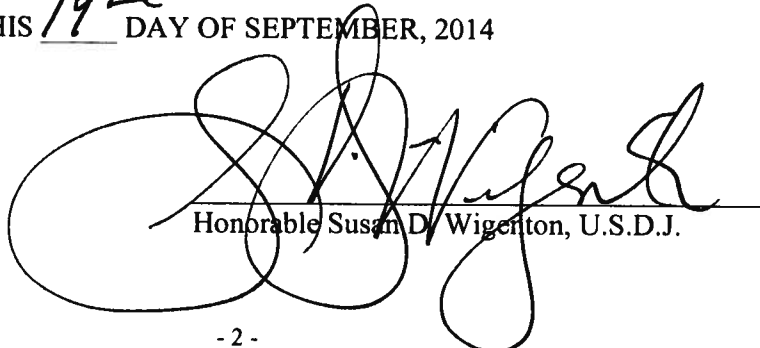
WHEREAS, on April 17, 2014, Plaintiff filed a First Amended Verified Complaint in the above-captioned action and on May 2, 2014 filed a Motion to Remand;

WHEREAS, on August 21, 2014, the Parties agreed upon the material financial terms of an amicable resolution of their dispute in a settlement and status conference with the Honorable Madeline C. Arleo, U.S.M.J., which confidential agreement was reduced to writing in a Confidential Settlement Agreement and Mutual General Release and entered into on September 9, 2014;

NOW THEREFORE, pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, Plaintiff and the Defendants, having reached an agreement amicably resolving their dispute, and the parties appearing through counsel, hereby stipulate, based on the commitments of the parties, as follows:

1. Plaintiff dismisses this proceeding with prejudice;
2. Each party shall bear its own costs and fees, including attorney's fees; and
3. This Court retains jurisdiction to enforce this Stipulation and Order of Dismissal and any other agreements between the parties related to this Stipulation and Order of Dismissal.
4. Either party may reopen and seek enforcement of this Stipulation by filing a motion, which at the Court's discretion shall be referred to Judge Arleo, if she is available.

IT IS SO ORDERED ON THIS 19<sup>th</sup> DAY OF SEPTEMBER, 2014

  
Honorable Susan D. Wigenton, U.S.D.J.

The undersigned counsel hereby stipulate to the form and entry of the within Order.

Dated: September 18, 2014

/s/ Gerald B. Sweeney

By: \_\_\_\_\_  
Gerald B. Sweeney

SWEENEY LEV LLC  
460 Bloomfield Avenue, Suite 200  
Montclair, New Jersey 07042  
(973) 509-1800

*Attorneys for Plaintiff*

/s/ Liza M. Walsh

By: \_\_\_\_\_  
Liza M. Walsh

CONNELL FOLEY LLP  
85 Livingston Avenue  
Roseland, New Jersey 07068  
(973) 535-0500

*Attorneys for Defendants*